

Juridical person as a member of governing body of limited company

Abstract

This diploma thesis focuses on two selected issues related to the institution of a juridical person as a member of governing body of limited company. At first, it examines whether a representative, whom a juridical person must obligatorily authorise to represent him in the body, can perform his activity in a labour relationship. Next, the thesis examines the possibilities of reviewing the creation and termination of the authorisation of the representative by a juridical person, in case it is controlled by the majority shareholder of the represented limited company, with a focus on the protection of the interests of the limited company.

The content of the thesis is divided into three chapters, which are further subdivided into relevant subchapters and points as appropriate. In the first chapter, two fundamental terms are briefly and factually introduced, namely the juridical person as a member of the governing body and its representative.

The second chapter is devoted entirely to the first question. It first examines the arguments raised against the true concurrence of procurator and a member of a governing body. It then turns to the issue of the direct liability of a representative in a labour relationship towards limited company. And then it briefly presents the courts' view on the question of the membership of employees of the parent company in the elected bodies of subsidiaries. It concludes with a summary of the individual observations.

The third chapter deals with the second question posed. First, it focuses on the possibility of invoking the invalidity of the creation and termination of an authorization of the representative. Next, it focuses on the possibility for minority shareholders to remove a juristic person from the body on the grounds of defective creation and termination of an authorization of the representative. Finally, the individual observations are again summarised.

Klíčová slova: juridical person, member of governing body, limited company